

**BOULT
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CONNERS
& BERRY
PLC**

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July 12, 2000

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David Waddell
Executive Secretary
Tennessee Regulatory Authority
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Nashville, TN 37243-0505

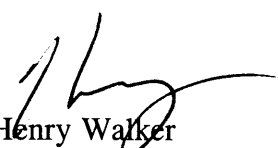
Re: Petition for Arbitration of BlueStar Networks, Inc. with BellSouth
Telecommunications, Inc. Pursuant to the Telecommunications Act of 1996
Docket No. 99-00945

Dear David:

Please accept for filing the original and thirteen copies of an Agreed Motion filed on behalf of BlueStar Networks, Inc. and BellSouth Telecommunications, Inc. in the above-captioned proceeding.

Sincerely,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry Walker

HW/nl
cc: Parties

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Arbitration of BlueStar Networks, Inc. with BellSouth
Telecommunications, Inc. Pursuant to the Telecommunications Act of
1996*
Docket No. 99-00945

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OFFICE OF THE
EXECUTIVE SECRETARY

**AGREED MOTION TO MODIFY SCHEDULE
AND PROCEDURAL ORDER AND
AGREED MOTION TO EXTEND ARBITRATION PERIOD**

BellSouth Telecommunications, Inc. ("BellSouth") and BlueStar Networks, Inc. ("BlueStar") request that the procedural schedule for this arbitration be modified as set forth below. BellSouth and BlueStar request that the filing of direct and rebuttal testimony be delayed in light of the commencement of Docket No. 00-00544 and BlueStar's Motion to Expand Docket No. 00-00544 to include certain issues currently at issue in the above-captioned docket. BellSouth and BlueStar believe that this delay will allow the Authority sufficient time to set the full scope of Docket No. 00-00544 and will provide the parties the opportunity to evaluate the extent to which remaining issues still need to be addressed in the above-captioned proceeding. By granting this motion, the parties hope to avoid duplicative work, both for themselves and the Authority.

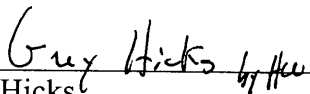
The current schedule provides that the filing of direct testimony is due on July 12, 2000 and the filing of rebuttal testimony is due on July 21, 2000. No hearing date has been scheduled. As evidenced by their signatures below, the parties have agreed to an extension of these dates and propose that direct testimony be filed August 14, 2000 and rebuttal testimony be filed August 23, 2000. All filings will be made by 2:00 p.m.

In addition, BellSouth and BlueStar agree to extend until October 15, 2000 the time period within which this proceeding must be concluded and to waive any right under federal or state law to require that this proceeding be concluded prior to that date.

For the foregoing reasons, the Tennessee Regulatory Authority should grant the Agreed Motion to Modify Schedule and Procedural Order and the Agreed Motion to Extend Arbitration Period.

Respectfully submitted,

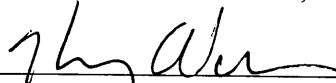
BELLSOUTH TELECOMMUNICATIONS, INC.



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BLUESTAR NETWORKS, INC.



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APPROVED:

Gary Hotvedt, Hearing Officer

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